



DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

RECORDATION NO. 21224 - A. FILED

DEC 28 '98

12-15 PM

December 22, 1998

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Amendment No.2 dated November 20, 1998 between the following parties:

Lessor: DJJ Leasing Ltd.
300 Pike Street
Cincinnati, Ohio 45202

Lessee: Wheeling & Lake Erie Railway
100 E. First Street
Brewster, OH 44613

Please see the Exhibit A attached hereto, for the Equipment involved in this transaction.

Please file this agreement as a secondary document. The Railroad Equipment Lease in which this document is connected is recorded under Recordation No. 21224. The fee of \$26.00 is included in the check number 452493.

Sincerely,

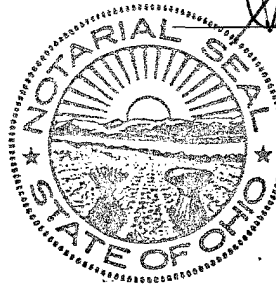
THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

Enclosure

CERTIFICATE

The undersigned, Shelley B Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Shelley B Bacon
Notary Public

SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

RECORDATION NO. 21224-A FILEDMEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT DEC 28 '98 12-15 PM
AMENDMENT NO. 1

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AMENDMENT NO. 1** ("Memorandum of Lease Amendment No. 1") entered into this 20th day of November, 1998, is intended to evidence Amendment No. 1 to Railroad Equipment Lease dated as of November 20, 1998 ("Amendment No. 1 to the Lease"), between **DJJ LEASING LTD.**, an Ohio limited liability company ("Lessor"), and **WHEELING & LAKE ERIE RAILWAY**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the fifty (50) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease and the Amendment No. 1 to the Lease.

FURTHER, the Railroad Equipment Lease (the "Lease") dated January 30, 1998 between Lessor and Lessee was duly filed with the Surface Transportation Board on February 20, 1998 with Recordation No. 21224. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 21224-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease Amendment No. 1 on the date indicated below its signature.

WITNESS:

Shelley Bacon**DJJ LEASING LTD.**By: Paul E. LoebigName: Paul E. LoebigTitle: Vice President

Date: _____

WITNESS:

Larry R. Parsons**WHEELING & LAKE ERIE RAILWAY**By: LRLName: Larry R. ParsonsTitle: Chairman & CEODate: 12/4/98

EXHIBIT A

To the Memorandum of Lease Amendment No. 1 dated November 20, 1998, between DJJ Leasing Ltd. and Wheeling & Lake Erie Railway.

DESCRIPTION OF UNITS

Fifty (50), railcars bearing reporting marks as follows:

WE 2600-2649, inclusive